

RECORDATION NO. 8669-A Filed 1425

ITEL

MAY 6 1980 - 11 00 AM

INTERSTATE COMMERCE COMMISSION **Rail Division**

Two Embarcadero Center
San Francisco, California 94111
(415) 955-9090
Telex 34234

May 5, 1980

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, DC 20423

No. 0-127A937

Date MAY 6 1980

Fee \$ 20.00

ICC Washington, D. C.

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I.C.C.
FEE OPERATION BR.

Re: Equipment Lease No. 73-3-2,
executed February 1, 1977,
between Union-Tidewater Financial Company, Inc.,
and Itel Corporation (successor in interest to SSI Rail Corp.)

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith, on behalf of Itel Corporation, for filing and recordation, as an additional filing under Recordation No. 8669-A, five (5) executed counterparts of the following document:

Amendment No. 1, dated as of March 12, 1980, between Union-Tidewater Financial Company, Inc., and Itel Corporation.

The names and addresses of the parties to the aforementioned document are:

- (1) Union-Tidewater Financial Company, Inc.
207 E. Redwood Street
Baltimore, Maryland 21203
- (2) Itel Corporation, Rail Division
Two Embarcadero Center, 24th floor
San Francisco, California 94111

Please cross-index the above-referenced Amendment No. 1 with the following document, which is filed under Recordation No. 8904:

Lease Agreement, made as of June 17, 1977, between Itel Corporation (successor in interest to SSI Rail Corp.) and The City of New Orleans doing business, through its Public Belt Railroad Commission, as New Orleans Public Belt Railroad.

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Re: Amendment No. 1
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The equipment covered by the enclosed Amendment No. 1 is two hundred (200) boxcars (A.A.R. mechanical designation XM; 50'6" in length, 9'6" in inside width, 11'2" in height and with 10' doors), formerly, and until remarked, marked PW101-300 (excluding 217, 221 and 222), 401, 402 and 403, to be remarked to NOPB 4300 through and including NOPB 4499.

Enclosed also is a check for \$20.00 for the required recordation (\$10.00) and cross-indexing (\$10.00) fees.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining four (4) counterparts be delivered to the bearer of this letter.

Sincerely,



David V. Biesemeyer
Senior Counsel

DVB:cp
encls.

cc: Thomas B. Howard, Treasurer, Union-Tidewater Financial Company, Inc.
Steven C. Wight

Interstate Commerce Commission
Washington, D.C. 20423

5/6/80

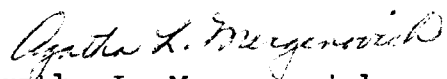
OFFICE OF THE SECRETARY

David V. Biese Meyer
Itel Rail Div.
Two Embarcadero Center
San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/6/80 at 11:00am , and assigned re-
recording number(s). **8669-K & 8904-K**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 8669-1 APR 22 1980
Filed 1425

MAY 6 1980 - 11 00 AM

AMENDMENT NO. 1 INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 (the "Amendment") dated as of March 12, 1980, between UNION-TIDEWATER FINANCIAL COMPANY, INC., a Maryland corporation ("Lessor"), and ITEL CORPORATION, a Delaware corporation, acting through its Rail Division, successor in interest to SSI Rail Corp. ("Lessee").

WHEREAS, Lessor and Lessee are parties to that certain Equipment Lease No. 73-3-2, the term of which commenced on April 15, 1977 (the "Lease");

WHEREAS, pursuant to the Lease, Lessor has leased to Lessee 200 boxcars; and

WHEREAS, said boxcars, bearing series numbers PW 101-300 (excluding numbers 217, 221 and 222), 401, 402 and 403 were subleased by Lessee to Providence and Worcester Company under a sublease; that sublease has been terminated; Lessee, with the consent of Lessor heretofore given, intends to remark said boxcars and lease them to The City of New Orleans doing business, through the Public Belt Railroad Commission for The City of New Orleans, as New Orleans Public Belt Railroad;

NOW, THEREFORE, in consideration of the premises and mutual agreements herein and in the Lease contained, the parties hereto hereby amend the Lease as follows:

1. With respect to these 200 boxcars, the first paragraph on the face of the Lease is deleted in its entirety and replaced with the following:

"200 70-ton 50'6" single sheath boxcars (AAR Mechanical Designation "XM"); each boxcar is individually marked with a separate number, starting with NOPB4300 and continuing consecutively to and including NOPB4499; Lessee will keep and maintain, plainly, distinctly, permanently and conspicuously marked on each side of each boxcar the words, "Owned by Union-Tidewater Financial Company, Inc., Baltimore, Md. under a Security Agreement filed under 49 USC Section 11302."

2. With respect to these 200 boxcars, the second paragraph on the face of the Lease is deleted in its entirety and replaced with the following:

"SAID BOXCARS TO BE SUBLEASED BY LESSEE TO THE CITY OF NEW ORLEANS DOING BUSINESS, THROUGH THE PUBLIC BELT RAILROAD COMMISSION FOR THE CITY OF NEW ORLEANS, AS NEW ORLEANS PUBLIC BELT RAILROAD UNDER THAT CERTAIN LEASE AGREEMENT, DATED JUNE 17, 1977, BETWEEN LESSEE AND THE CITY OF NEW ORLEANS DOING BUSINESS, THROUGH THE PUBLIC BELT RAILROAD COMMISSION FOR THE CITY OF NEW ORLEANS, AS NEW ORLEANS PUBLIC BELT RAILROAD. LESSEE AND/OR SAID SUBLESSEE MAY ALLOW THE BOXCARS TO BE USED UNDER NORMAL INTERCHANGE SERVICE CUSTOMARY IN THE RAILROAD INDUSTRY."

3. With respect to the 200 boxcars, the location of the boxcars on the face of the Lease is hereby deleted and replaced with the following:

1247 INTERNATIONAL TRADE MART BUILDING
NEW ORLEANS, LA

UNION-TIDEWATER
FINANCIAL COMPANY, INC.

By:

Thomas B. Howard

Title:

TREASURER

Date:

April 23, 1980

ITEL CORPORATION,
RAIL DIVISION,
SUCCESSOR IN INTEREST TO
SSI RAIL CORP.

By:

Carl P. Lay

Title:

President

Date:

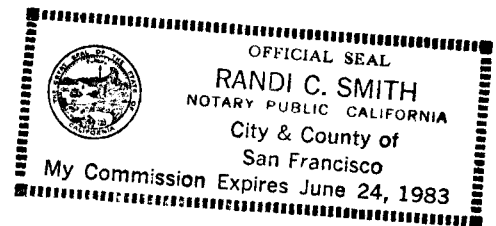
April 29, 1980

ACKNOWLEDGMENTS

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 29th day of April, 1980, before me personally appeared Carl N. Taylor, to me personally known, who being by me duly sworn says that such person is President of ITEL Corporation, Rail Division, that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Randi C. Smith
Notary Public



STATE OF MARYLAND)
) ss:
COUNTY OF Baltimore)

On this 23RD day of April, 1980, before me personally appeared Thomas B. Howard, Jr., to me personally known, who being by me duly sworn says that such person is Treasurer of Union-Tidewater Financial Company, Inc., that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary J. Kolliday
Notary Public